

MORRIS NICHOLS ARSHT & TUNNELL



MEGAN WARD CASCIO
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PRACTICE AREAS

Corporate & Business Litigation
Alternative Dispute Resolution
Alternative Entities
Appraisals & Business Valuations
Business & Contract Litigation
Class & Derivative Actions
Contests for Corporate Control
Mergers, Acquisitions & Divestitures
Special Committees
Statutory Proceedings under
Delaware's Business Statutes
Stockholder Activism

EDUCATION

J.D., magna cum laude, Order of the
Coif, 1998, Washington and Lee
University School of Law
Articles Editor, 1997-1998, Member,
1996-1997, *Washington and Lee Law
Review*
B.A., political science, summa cum
laude, 1995, Washington College

ADMISSIONS

Delaware, 1998
U.S. District Court for the District of
Delaware, 1999
U.S. Court of Appeals for the Third
Circuit, 2001
U.S. Supreme Court, 2010

Megan's practice focuses on corporate and commercial litigation in the Delaware Court of Chancery. She represents clients as both lead and co-counsel in a wide range of matters including shareholder disputes, derivative actions, breach of fiduciary duty lawsuits, disputes resulting from mergers and acquisitions and proxy contests, as well as trade secret disputes. Megan also has significant experience representing clients in litigations regarding alternative entities, including limited liability companies, limited partnerships, master limited partnerships and statutory trusts. In addition, she advises corporate boards of directors and special committees concerning transactional and litigation issues including representations of special negotiating committees, demand review committees and special litigation committees. Megan serves as Practice Group Coordinator for Morris Nichols' Corporate & Business Litigation Group. She has been recognized by *The Legal 500 US* for M&A litigation.

In 2015, Megan was appointed by the Delaware Supreme Court to serve on the Permanent Advisory Committee on Supreme Court Rules. She volunteers her time with the Office of the Child Advocate and is appointed to represent minor children as a guardian ad litem in the Delaware Family Court.

Professional Activities

- American Bar Association
- Delaware State Bar Association
- Permanent Advisory Committee on Supreme Court Rules, Delaware Supreme Court

Representative Matters

- Ongoing representation of *Kate Spade & Company* in appraisal action related to Coach, Inc.'s acquisition of *Kate Spade*. *In re Appraisal of Kate Spade & Company*, C.A. No. 2017-0714-AGB
- Ongoing representation of plaintiff in contract and trade secret dispute regarding development of plant-based biotechnology. *iBio Inc. v. Fraunhofer USA, Inc.*, Del. Ch., C.A. No. 10256-VCMR
- Lead counsel representing former director in successful suit for advancement of litigation fees for cross-claims brought by defendant company. *Kolokotronis v. Ninja Metrics, Inc.*, 2017 WL 6450451 (Del. Ch. Dec. 18, 2017)
- Co-counsel for defendants, including Ring.com, in dispute with ADT regarding certain rights to license or own technology developed by Zonoff, Inc. *ADT Holdings, Inc. v. Michael Harris and Bot Home Automation, Inc.*, d/b/a Ring.com, Del. Ch., C.A. No. 2017-0328-JTL
- Co-lead counsel for Zohar II 2005-1, Limited and Zohar III, Limited (Zohar Funds) in litigation successfully seeking to remove Lynn Tilton as a director of three portfolio companies. The court issued a post-trial opinion in favor of the Zohar Funds on all counts, rejecting the fundamental claims upon which Tilton alleged ownership of the multi-billion portfolio of equity owned by the Zohar funds. *Zohar II 2005-1, Ltd and Zohar III, Ltd v. FSAR Holdings, Glenoit Universal Ltd., UI Acquisition Holding Co., Lynn Tilton and Michael Ricciarelli*,

2017 WL 5956877 (Del. Ch. Nov. 30, 2017).

- Represented certain director defendants of Terraform Power, Inc. and Terraform Global, Inc. in two derivative actions brought by stockholders asserting breach of fiduciary claims related to actions involving controlling stockholder SunEdison, Inc. The matters were resolved through a court approved settlement. *In re Terraform Power, Inc. Derivative Litig.*, Del. Ch., Consol. C.A. No. 11898-CB; *Aldridge v. Blackmore et al. and Terraform Global, Inc.*, Del. Ch. C.A. No. 12196-CB
- Represented Special Committee of Directors and TradingScreen in litigation brought by preferred stockholder regarding redemption rights involving the issue of the company's funds legally available to make redemptions. *TCV VI, L.P. et al. v. TradingScreen Inc. et al.*, C.A. No. 10164-VCL
- Co-counsel representing acquiror, Grupo FerroAtlantica, S.A.U., in a challenge to the business combination involving Globe Specialty Metals, Inc. Litigation resolved with deal modifications and court approved settlement. *In re Globe Specialty Metals, Inc. Stockholders Litigation*, Consol. C.A. No. 10865-VCG
- Represented defendant in a trade secrets case involving benefits platform technology. Successfully brought and defended several motions to compel prior to case settling. *SS&C Tech., Inc. and BenefitsXML Inc. v. Liazon Corp.* C.A. No. 9312-VCL
- Represented inside officers and directors in derivative suit challenging company's acquisition of two other companies. *In re Freeport-McMoRan Copper & Gold Inc. Derivative Litigation*, Consol. C.A. No. 8145-VCN
- Represented plaintiff seller in dispute regarding stock purchase agreement post-closing escrow dispute through successful settlement. *Macsteel Global B.V. v. Klockner USA Holding, Inc.* (Del. Ch. 2013), C.A. No. 8838-VCL
- Represented Tory Burch LLC in dispute regarding LLC agreement and breach of fiduciary duties. *J. Christopher Burch, et al. v. Tory Burch, et al.* (Del. Ch. 2012)
- Representation of defendant in two litigations with member of LLC and involving master limited partnership, including a fiduciary duty suit and a stock list suit, which were successfully settled. *Massachusetts Institute of Tech. v. Wexford Capital LP, et al.* (Del. Ch. 2012)
- Represented holder of trust preferred stock of bank holding company in successfully obtaining an injunction after trial preventing merger of bank in violation of trust preferred stockholders' rights. *In re BankAtlantic Bancorp., Inc. Litig.*, 39 A.3d 824 (Del. Ch. 2012)
- Lead counsel representation of defendant in post-closing stock purchase agreement tax allocation provision dispute resolved through successful settlement. *Gibraltar Private Bank & Trust Co. v. Boston Private Fin. Holdings, Inc.* (Del. Ch. 2011)
- Co-lead counsel representing KFC Corp. in dispute with franchisee organization regarding rights and powers to control advertising pursuant to Cooperative's charter. *KFC Nat'l Council and Advertising Coop. v. KFC Corp.*, 2011 WL 350415 (Del. Ch.)
- Lead counsel representation of prevailing defendant through trial and appeal in seminal case addressing ability and requirements of corporation to redeem preferred stock pursuant to stockholders' redemption right. *SV Inv. Partners, LLC v. ThoughtWorks, Inc.*, 7 A.3d 973 (Del. Ch. 2010), aff'd 37 A.3d 205 (Del. 2011)
- Counsel for the major sports leagues and the NCAA in successfully challenging Delaware's proposed sports betting scheme. *Office of the Commissioner of Baseball v. Markell*, 579 F. 3d. 293 (3d Cir. 2009)
- Lead counsel for managing member and its independent board in breach of fiduciary duty suit which was successfully settled with approval of the Court of Chancery over significant objections by limited partners. *Forsythe, et al. v. ESC Fund Mgmt. Co. (U.S.) Inc. et al.* (Del. Ch. 2007)
- Co-lead counsel for acquiror claiming fraud and an MAE. Case settled during trial, with the acquisition price being reduced by more than 10%. *Valassis Corp. v. ADVO, Inc.* (Del. Ch. 2006)
- Lead counsel of plaintiff in successfully obtaining judgment permitting it to exercise right of first refusal in connection with interests in a joint venture

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pipeline company. *Union Oil Co. of California v. Mobil Pipeline Co.*, 2006 WL 3770834 (Del. Ch.)

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